

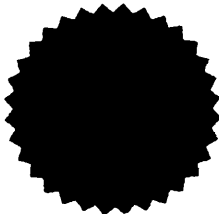
# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THAMES WATER AQUA US HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2002, AT 2:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3552170 8100

020478869

AUTHENTICATION: 1905859

DATE: 07-26-02

JUL-26-2002 13:01

CSM

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS P.02  
FILED 02:45 PM 07/26/2002  
020478869 - 3552170

**CERTIFICATE OF INCORPORATION**

**OF**

**THAMES WATER AQUA US HOLDINGS, INC.**

**ARTICLE I**

**Name**

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Thames Water Aqua US Holdings, Inc.

**ARTICLE II**

**Registered Office and Registered Agent**

The address of the Corporation's registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name and address of the registered agent for service of process on the Corporation is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

**ARTICLE III**

**Business or Purposes to be Conducted or Promoted**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

**Capital Stock**

The total number of shares of stock that the Corporation shall have authority to issue is 1000 shares of Common Stock, par value of \$1.00 per share.

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CT CORPORATION SYS

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## ARTICLE V

Incorporator

The name and mailing address of the incorporator is Arthur McMahon, III, Cravath, Swaine & Moore, Worldwide Plaza, 825 8th Avenue, New York, New York, 10019.

## ARTICLE VI

Business and Affairs of the Corporation

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided that:

(a) the number of directors of the Corporation shall be fixed by, or in the manner provided in, the By-laws of the Corporation;

(b) in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal any by-law of the Corporation;

(c) in addition to the powers and authorities herein or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such things and acts as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation; and

(d) unless and except to the extent that the By-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

## ARTICLE VII

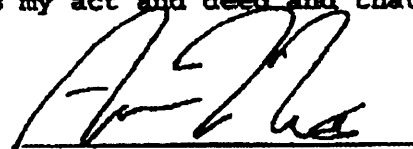
Indemnification

(a) To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may be hereafter amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the

Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

(b) In addition to any requirements of law and any other provision herein or in the terms of any class or series of capital stock having a preference over the common stock of the Corporation as to dividends or upon liquidation (and notwithstanding that a lesser percentage may be specified by law), the affirmative vote of the holders of 80% or more of the voting power of the then outstanding voting stock of the Corporation, voting together as a single class, shall be required to amend, alter or repeal any provision of this Article.

IN WITNESS WHEREOF, I, Arthur McNahon, III, the Sole Incorporator of Thames Water Aqua US Holdings, Inc. have executed this Certificate of Incorporation this 26th day of July, 2002, and DO HEREBY CERTIFY under the penalties of perjury that this instrument is my act and deed and that the facts stated herein are true.

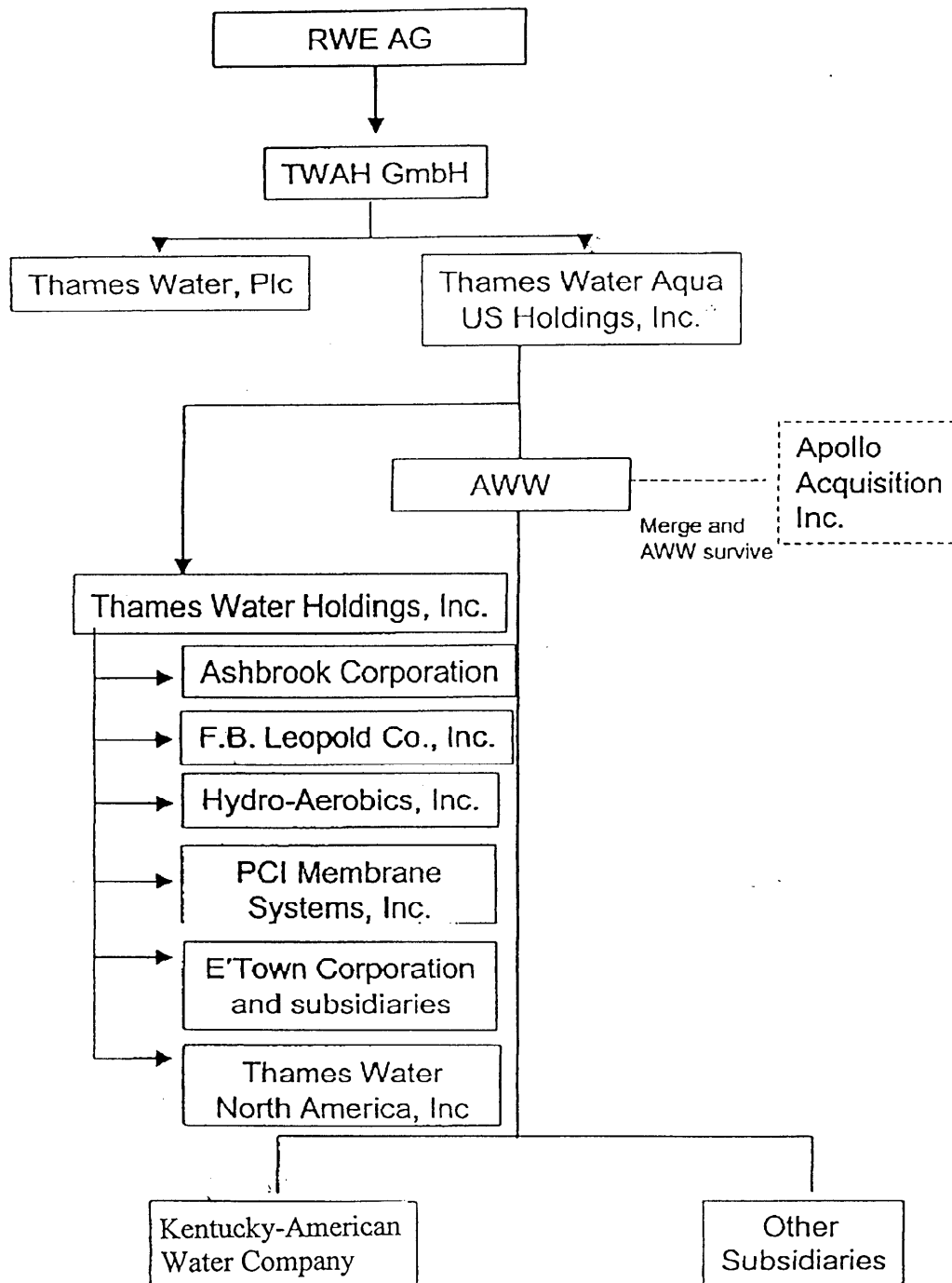
  
Arthur McNahon, III  
Incorporator

Incorporator Mailing Address:

Cravath, Swaine & Moore  
Worldwide Plaza  
825 8th Avenue  
New York, New York 10019

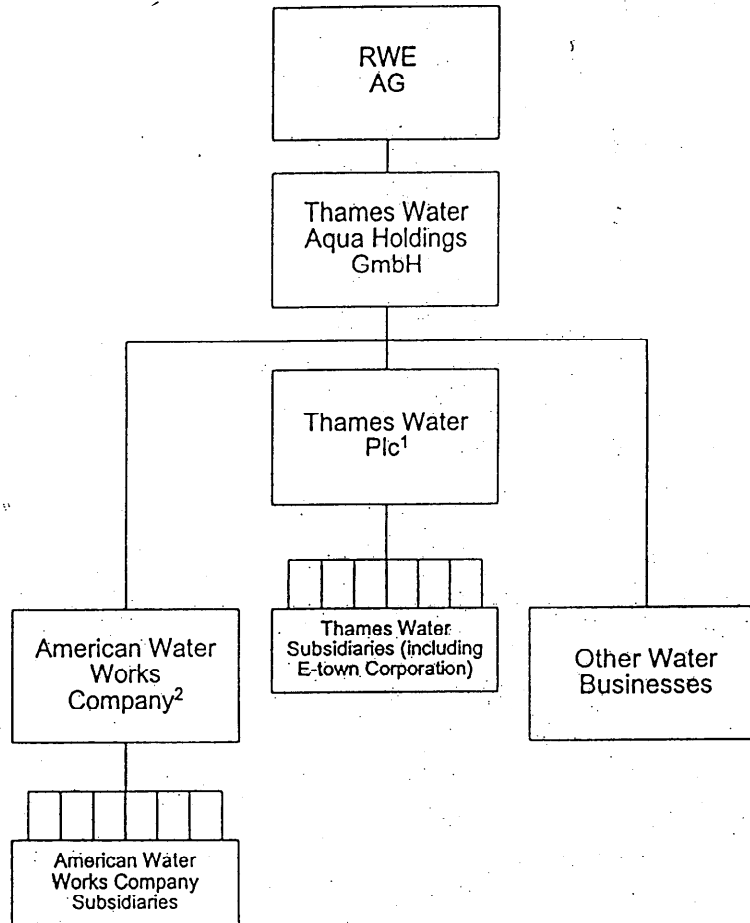
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Proposed Corporate  
Structure



# Post-Merger

RWE AG's Water Division



1. Thames Water Plc operates (through its officers and employees) all of the water business of Thames Water Aqua Holdings GmbH's current and future subsidiaries, including American Water Works Company's utility subsidiaries upon completion of the merger.
2. Owned directly by Thames Water Aqua Holdings GmbH or by an intermediary holding company which will be owned directly by Thames Water Aqua Holdings GmbH.